

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

Chapter 11

**MADISON SQUARE BOYS & GIRLS
CLUB, INC.,**

Case No. 22-10910 (SHL)

Debtor.

**FIRST MONTHLY FEE STATEMENT OF
TENEO CAPITAL LLC FOR ALLOWANCE OF AN ADMINISTRATIVE
CLAIM FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
INCURRED FROM JUNE 29, 2022 THROUGH JULY 31, 2022**

Name of Applicant	Teneo Capital LLC
Authorized to Provide Professional Services to:	Madison Square Boys & Girls Club, Inc., Debtor and Debtor-in-Possession
Date of Retention:	August 12, 2022 <i>nunc pro tunc</i> to June 29, 2022
Period for which compensation and reimbursement is sought:	June 29, 2022 through July 31, 2022
Amount of Compensation sought as actual, reasonable and necessary:	\$40,100.40 (80% of \$50,125.50)
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$10,908.89

This is a **X** monthly ___ interim ___ final application. No prior application filed for this Fee Period.¹

Pursuant to sections 327(a) and 328(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the *Order Approving Retention and Employment of Teneo Capital LLC, as Financial Advisor to Debtor, Nunc Pro Tunc to Petition Date*, dated August 12, 2022 [D.I. 124] (the “Retention Order”) and the *Order Pursuant to 11 U.S.C. §§ 105(A) and 331 Establishing Procedures for Monthly Compensation and*

¹ Notice of this Monthly Fee Statement (as defined herein) shall be served in accordance with the Compensation Order and objections to the relief requested in this Monthly Fee Statement shall be addressed in accordance with the Compensation Order.

Reimbursement of Expenses for Professionals, dated August 12, 2022 [D.I. 125] (the “Compensation Order”), Teneo Capital LLC (“Teneo”), financial advisor to the debtor and debtor in possession in the above captioned case (“Debtor”), hereby files this monthly fee statement (this “Monthly Fee Statement”) for: (i) compensation in the amount of \$40,100.40 for the reasonable and necessary financial advisory services Teneo rendered to the Debtor from June 29, 2022 through July 31, 2022 (the “Fee Period”) (80% of \$50,125.50); and (ii) reimbursement for the actual and necessary expenses that Teneo incurred, in the amount of \$10,908.89 during the Fee Period.

BACKGROUND

1. On June 29, 2022 (the “Petition Date”), the Debtor commenced its chapter 11 Case by filing a voluntary petition for relief under chapter 11 of the Bankruptcy Code. Pursuant to sections 1107(a) and 1108 of the Bankruptcy Code, the Debtor continues to operate as debtor in possession. No trustee or examiner has been appointed in the Case.

2. On July 13, 2022, the United States Trustee appointed the Official Committee of Unsecured Creditors (the “Committee”) pursuant to section 1102 of the Bankruptcy Code. [D.I. 53]

Itemization of Services Rendered and Disbursements Incurred

3. Teneo is compensated in this matter by the hour at its standard hourly rates, as was approved by the Retention Order.

4. In support of this Monthly Fee Statement, attached are the following exhibits:

- **Exhibit A** is a schedule of the hours expended and corresponding fees incurred on this matter during the Fee Period by each Teneo professional. Teneo professionals expended a total of 104.3 hours in connection with these chapter 11 cases during the Fee Period.
- **Exhibit B** is a schedule of the number of hours expended and corresponding fees incurred (individually and on an aggregate basis) by Teneo professionals during the Fee Period with respect to each of the subject matter categories

Teneo established in accordance with its internal billing procedures. A general description of each subject matter is included in this exhibit.

- **Exhibit C** is a detailed description of all fees incurred during the Fee Period by professional.
- **Exhibit D** is a detailed description of expenses for which Teneo is seeking reimbursement in this Monthly Fee Statement. All of these disbursements comprise the requested sum for Teneo's out-of-pocket expenses.

Representations

5. Although every effort has been made to include all fees and expenses incurred in the Fee Period, some fees and expenses might not be included in this Monthly Fee Statement due to delays caused by accounting and processing during the Fee Period. Teneo reserves the right to make further application to this Court for allowance of such fees and expenses not included herein. Subsequent fee applications will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, Local Bankruptcy Rules, and the Compensation Order.

6. There is no agreement or understanding between Teneo and any person other than members or employees of the firm for the sharing of compensation to be received for services rendered in this case.

Certification of Compliance and Waiver

7. The undersigned representative of Teneo certifies that she has reviewed the requirements of Local Rule 2016-1 and that the Application substantially complies with that Local Rule except to the extent waived by the Retention Orders or otherwise modified by orders of this Court, as permitted by orders of the Compensation Order. To the extent that the Application does not comply in all respects with the requirements of Local Rule 2016-2, as so modified, Teneo believes that such deviations are not material and respectfully requests that any such requirement be waived.

WHEREFORE, Teneo requests allowance of its fees and expenses incurred during the Fee Period in the total amount of \$51,009.29 consisting of (a) \$40,100.40, which is 80% of the fees incurred by the Debtor for reasonable and necessary professional services rendered by Teneo; and (b) \$10,908.89 for actual and necessary costs and expenses, and that such fees and expenses be paid as administrative expenses of the Debtor's estate.

Dated: August 22, 2020

/s/ Robin Chiu

TENEON CAPITAL LLC
Robin Chiu
Senior Managing Director
280 Park Avenue, 4th Floor
New York, NY 10017

Exhibit A

Exhibit A
Summary of Fees by Timekeeper

Timekeeper	Title	Rate	Time	Fees
Jay Goldin	Vice Chairman	\$1,170.00	4.1	\$4,797.00
Robin Chiu	Senior Managing Director	\$ 877.50	23.0	\$20,182.50
Dan Finnegan	Analyst	\$ 337.50	36.8	\$12,420.00
Jay D. Rao	Analyst	\$ 315.00	40.4	\$12,726.00
Total			104.3	\$50,125.50

Exhibit B

Exhibit B

- **Financing**

This category includes activities related to obtaining financing, both DIP and exit.

- **Projections and Cash Forecasting**

This category includes analysis of various of the Debtor's business prospects and the development and analysis of financial projections therefor.

- **Claims Analysis**

This category includes review and analysis of the various claims against the Debtor, including the nature of the claims, the magnitude of such claims, and factors affecting the allowance of such claims.

- **Management and Board Meetings**

This category includes written and oral communications with the management and Board.

- **Restructuring Advisory**

This category includes analyses, research and meetings necessary for the furtherance of the case including communications with creditors and other parties.

- **Court Filings and Reporting**

This category includes support for the Debtor and counsel in preparing, reviewing and commenting on motions and other reporting including monthly operating reports

- **Attendance of Court Proceedings**

This category includes support for various court proceedings and hearings.

Summary by Task

Totals for	Hours	Amount
Claims Analysis	0.20	175.50
Financing	2.10	789.75
Projections and cash forecasting	2.10	798.75
Management and board meetings	11.60	9,884.25
Attendance of Court proceedings	12.40	7,920.00
Court filings and reporting	36.00	13,162.50
Restructuring advisory	39.90	17,394.75
TOTAL	104.30	50,125.50

Detail by Task

Attendance of Court proceedings

Timekeeper	Date	Hours	Rate	Amount	Description
Dan Finnegan	07/01/2022	2.00	337.50	675.00	Attendance of First day hearing
Jay D Rao	07/01/2022	2.00	315.00	630.00	Madison First Day Hearing
Jay Goldin	07/01/2022	2.00	1,170.00	2,340.00	First day hearing
Robin Chiu	07/01/2022	2.00	877.50	1,755.00	First Day Hearing
Jay D Rao	07/13/2022	0.80	315.00	252.00	Madison Mediation Motion Hearing
Jay Goldin	07/13/2022	0.80	1,170.00	936.00	Attendance at court hearing
Robin Chiu	07/13/2022	0.80	877.50	702.00	Hearing on Mediation motion
Jay D Rao	07/20/2022	2.00	315.00	630.00	Second Day Hearing
TOTAL		12.40		7,920.00	

Claims Analysis

Timekeeper	Date	Hours	Rate	Amount	Description
Robin Chiu	07/26/2022	0.20	877.50	175.50	Correspondence with counsel re: claims analysis
TOTAL		0.20		175.50	

Court filings and reporting

Timekeeper	Date	Hours	Rate	Amount	Description
Dan Finnegan	07/05/2022	0.40	337.50	135.00	Updates to SOFA/SOAL board info
Jay D Rao	07/05/2022	0.40	315.00	126.00	Answered questions and obtained information regarding schedule G
Robin Chiu	07/05/2022	0.10	877.50	87.75	Correspondence re: SOFA and SOAL
Dan Finnegan	07/06/2022	0.80	337.50	270.00	Work on remaining comments on schedules and sofa
Dan Finnegan	07/06/2022	1.70	337.50	573.75	Work on operating guidelines request for UST
Jay D Rao	07/06/2022	0.20	315.00	63.00	Uploaded and sent contract documents to Epiq
Jay D Rao	07/06/2022	0.50	315.00	157.50	Reviewed outstanding items and questions for operating guidelines
Robin Chiu	07/06/2022	0.10	877.50	87.75	Correspondence re: information for Debtor's Initial Interview
Robin Chiu	07/06/2022	0.10	877.50	87.75	Call with J. Dold re: contracts for SOAL
Robin Chiu	07/06/2022	0.10	877.50	87.75	Correspondence re: SOFA and SOAL updates and comments
Robin Chiu	07/07/2022	0.30	877.50	263.25	Correspondence re: global notes and SOFA/SOAL
Robin Chiu	07/08/2022	0.10	877.50	87.75	Correspondence re: SOFA/SOAL and Initial Debtor Interview
Jay D Rao	07/11/2022	0.90	315.00	283.50	Reviewed and forwarded cash flow projections and evidence of insurance
Jay D Rao	07/11/2022	0.90	315.00	283.50	Turned comments to 90-day disbursements schedules
Robin Chiu	07/11/2022	0.10	877.50	87.75	Correspondence re: Debtor Initial Interview materials
					Review and provide documents for updated SOFA & SOAL
Dan Finnegan	07/12/2022	2.10	337.50	708.75	Populated missing information and sent schedule
Jay D Rao	07/12/2022	0.70	315.00	220.50	questions to epiq
Jay D Rao	07/12/2022	0.60	315.00	189.00	Call with Epiq to discuss open invoices in detail
Jay D Rao	07/12/2022	0.40	315.00	126.00	Call with J. Dold regarding missing invoice addresses
Jay D Rao	07/12/2022	0.20	315.00	63.00	Reviewed Schedules and SOFA reports following epiq update
Jay D Rao	07/12/2022	0.20	315.00	63.00	Responded to epiq regarding questions on open invoices
Jay D Rao	07/12/2022	0.20	315.00	63.00	Correspondence re: Debtor Initial Interview materials,
Robin Chiu	07/12/2022	0.20	877.50	175.50	utilities and SOFA/SOAL
Robin Chiu	07/12/2022	0.10	877.50	87.75	Correspondence and call with J. Dold re: initial debtor interview materials and utilities
Dan Finnegan	07/13/2022	1.50	337.50	506.25	Begin draft of 6/30 MOR
Jay D Rao	07/13/2022	2.40	315.00	756.00	Worked on preliminary June MOR
Robin Chiu	07/13/2022	0.10	877.50	87.75	Correspondence re: UST requests
Jay D Rao	07/14/2022	0.60	315.00	189.00	Reviewed MOR draft with R. Chiu
Robin Chiu	07/14/2022	0.60	877.50	526.50	Review of MOR with J. Rao
Robin Chiu	07/15/2022	0.10	877.50	87.75	Correspondence re: Epiq noticing of commencement
Robin Chiu	07/18/2022	0.10	877.50	87.75	Correspondence re: notice of commencement
Jay D Rao	07/19/2022	2.70	315.00	850.50	Updated MOR according to documents sent by J. Dold and formatted documents
Dan Finnegan	07/20/2022	0.20	337.50	67.50	Discuss MOR with J. Dold (J. Rao, R. Chiu)
Dan Finnegan	07/20/2022	2.80	337.50	945.00	QC and turn comments for MOR
Dan Finnegan	07/20/2022	2.10	337.50	708.75	Work on MOR and attached schedules

Timekeeper	Date	Hours	Rate	Amount	Description
Jay D Rao	07/20/2022	0.20	315.00	63.00	Discussion on MOR with J. Dold, D. Finnegan and R. Chiu
Jay D Rao	07/20/2022	3.00	315.00	945.00	Completed MOR given available information and completed format of supporting documents
Jay D Rao	07/20/2022	0.50	315.00	157.50	Called J. Dold regarding questions on MOR
Robin Chiu	07/20/2022	0.50	877.50	438.75	Comments to MOR
Dan Finnegan	07/22/2022	1.00	337.50	337.50	Update MOR per comments of J. Dold (J. Rao)
Jay D Rao	07/22/2022	1.00	315.00	315.00	Discussion on MOR and updates with D. Finnegan
Jay D Rao	07/22/2022	0.80	315.00	252.00	Updated MOR incorporating J. Dold comments
Jay D Rao	07/25/2022	1.20	315.00	378.00	Updated 13 week cash flow and sent to Paul Weiss for Mediator
Dan Finnegan	07/27/2022	3.40	337.50	1,147.50	Provide Paul Weiss updated Asset overview and forecast for mediation statement
TOTAL		36.00		13,162.50	

Financing

Timekeeper	Date	Hours	Rate	Amount	Description
Dan Finnegan	07/27/2022	0.70	337.50	236.25	Source documents for J. Dold respecting DIP financing
Jay D Rao	07/27/2022	1.20	315.00	378.00	Reviewed and forwarded DIP financing documents for J. Dold
Robin Chiu	07/27/2022	0.20	877.50	175.50	Correspondence re: documents requested by DIP lender
TOTAL		2.10		789.75	

Management and board meetings

Timekeeper	Date	Hours	Rate	Amount	Description
Robin Chiu	07/12/2022	4.60	877.50	4,036.50	Strategic Planning Workshop with Deloitte
Jay D Rao	07/13/2022	0.70	315.00	220.50	Weekly meeting with J. Dold, R. Chiu and D. Finnegan re: cash needs
Robin Chiu	07/13/2022	0.70	877.50	614.25	Call with J. Dold, D. Finnegan and J. Rao re: cash needs and case updates
Robin Chiu	07/14/2022	0.50	877.50	438.75	Strategic Planning weekly meeting with Deloitte
Jay Goldin	07/18/2022	1.30	1,170.00	1,521.00	Attendance at board meeting
Robin Chiu	07/18/2022	0.30	877.50	263.25	Board meeting prep call with J. Dold
Robin Chiu	07/18/2022	1.30	877.50	1,140.75	Board meeting with H.J. Goldin
Jay D Rao	07/19/2022	0.50	315.00	157.50	Weekly meeting with J. Dold, R. Chiu and D. Finnegan re: MOR and expenses
Robin Chiu	07/19/2022	0.50	877.50	438.75	Call with J. Dold, D. Finnegan and J. Rao re: MOR and admin expenses
Robin Chiu	07/20/2022	0.20	877.50	175.50	Call with J. Dold, D. Finnegan and J. Rao re: MOR and admin expenses
Robin Chiu	07/28/2022	1.00	877.50	877.50	Strategic Planning Weekly Meeting with Deloitte and the Madison Square strategic planning core committee
TOTAL		11.60		9,884.25	

Projections and cash forecasting

Timekeeper	Date	Hours	Rate	Amount	Description
Jay D Rao	06/30/2022	0.30	315.00	94.50	Located documents and answered PW questions on Presentation to AG
Jay D Rao	07/07/2022	0.50	315.00	157.50	Reviewed 13 week model
Robin Chiu	07/07/2022	0.10	877.50	87.75	Call with J. Dold re: litigation cost assumption
Dan Finnegan	07/25/2022	1.10	337.50	371.25	Update 13 week cash flow for Mediator
Robin Chiu	07/25/2022	0.10	877.50	87.75	Correspondence re: 13-week cash flow updates
TOTAL		2.10		798.75	

Restructuring advisory

Timekeeper	Date	Hours	Rate	Amount	Description
Robin Chiu	06/30/2022	0.40	877.50	351.00	Call with J. Dold, J. Weber and M. Levi (partial) re: post-petition payments
Robin Chiu	06/30/2022	0.20	877.50	175.50	Comments to First Day Hearing presentation

Timekeeper	Date	Hours	Rate	Amount	Description
Robin Chiu	06/30/2022	0.10	877.50	87.75	Correspondence re: presentation to AG and counsel questions for First Day Hearing
Robin Chiu	06/30/2022	0.10	877.50	87.75	Correspondence re: post-petition payments
Robin Chiu	06/30/2022	0.10	877.50	87.75	Call with J. Dold and correspondence re: pre-petition insurance payment
Dan Finnegan	07/01/2022	1.40	337.50	472.50	Make adjustments to restricted assets deck for NYAG
Jay D Rao	07/01/2022	1.20	315.00	378.00	Updated fund values and descriptions in AG deck
Jay D Rao	07/01/2022	0.80	315.00	252.00	Added accounts, turned comments and added contributions receivables to AG deck
Jay D Rao	07/01/2022	0.30	315.00	94.50	Sent detail on Contributions Receivable
Jay D Rao	07/01/2022	0.30	315.00	94.50	Turned comments to AG restricted asset deck
Robin Chiu	07/01/2022	1.70	877.50	1,491.75	Comments on AG presentation
Robin Chiu	07/01/2022	0.10	877.50	87.75	Correspondence re: insurance premiums
Robin Chiu	07/04/2022	0.20	877.50	175.50	Comments to presentation for the AG
Dan Finnegan	07/05/2022	0.70	337.50	236.25	Weekly MSBGC/Teneo meeting (R. Chiu, J. Rao) with J. Dold re: operating expenses
Dan Finnegan	07/05/2022	0.30	337.50	101.25	Prepare vendor documents for J. Dold
Dan Finnegan	07/05/2022	0.30	337.50	101.25	Prepare agenda for weekly call with J. Dold
Jay D Rao	07/05/2022	0.70	315.00	220.50	Call with J. Dold, D. Finnegan and R. Chiu re: operating questions
Robin Chiu	07/05/2022	0.40	877.50	351.00	Correspondence re: clubhouse grants
Robin Chiu	07/05/2022	0.70	877.50	614.25	Call with J. Dold with D. Finnegan and J. Rao re: post-petition operating questions
Robin Chiu	07/05/2022	0.20	877.50	175.50	Call with J.H. Strauss re: Grimm clubhouse grants
Robin Chiu	07/05/2022	0.10	877.50	87.75	Comments to presentation for the AG
Robin Chiu	07/07/2022	0.10	877.50	87.75	Call with J. Dold re: bill payments and board
Robin Chiu	07/07/2022	0.10	877.50	87.75	Call with M. Levi re: Foundation payroll and wages motion
Robin Chiu	07/08/2022	0.10	877.50	87.75	Correspondence re: contract assumptions
Dan Finnegan	07/11/2022	2.70	337.50	911.25	Prepare deliverables from Jeff for AG request
Jay D Rao	07/11/2022	1.80	315.00	567.00	Aggregated and formatted transactions regarding disbursements made by the company
Jay D Rao	07/11/2022	0.20	315.00	63.00	Attempted to resolve account number differences regarding utilities payments
Jay D Rao	07/12/2022	1.60	315.00	504.00	Aggregated and forwarded investment account information to paul weiss
Jay D Rao	07/12/2022	0.50	315.00	157.50	Reviewed and forwarded open invoices as of Jul 12
Dan Finnegan	07/13/2022	0.80	337.50	270.00	Review of Mediation Motion
Dan Finnegan	07/13/2022	0.70	337.50	236.25	MSBGC / Teneo weekly meeting with J. Dold - board meeting and MOR discussion (R. Chiu, J. Rao)
Dan Finnegan	07/13/2022	0.50	337.50	168.75	Discussions with J.H. Strauss regarding adjustments to the data room
Dan Finnegan	07/14/2022	0.70	337.50	236.25	Discussions with J.H. Strauss regarding adjustments to the data room
Jay D Rao	07/14/2022	0.40	315.00	126.00	Reviewed interim order for details on credit card payments postpetition
Jay D Rao	07/14/2022	0.20	315.00	63.00	Checked invoice deposit amounts
Robin Chiu	07/14/2022	0.40	877.50	351.00	Call with M. Levi re: utilities objection
Robin Chiu	07/14/2022	0.10	877.50	87.75	Call with J. Dold re: utilities objection
Robin Chiu	07/14/2022	0.10	877.50	87.75	Call with J. Dold and C. Mahabir re: expense payments
Jay D Rao	07/15/2022	0.30	315.00	94.50	Reviewed permissions on datasite and resolved access issues
Dan Finnegan	07/19/2022	0.50	337.50	168.75	MSBGC / teneo weekly update call - Post petition expenses & MOR (R. Chiu, J. Rao)
Dan Finnegan	07/19/2022	0.30	337.50	101.25	Providing assistance to PW on the Datasite
Dan Finnegan	07/20/2022	0.40	337.50	135.00	Providing assistance to PW on the Datasite
Dan Finnegan	07/21/2022	0.50	337.50	168.75	Providing assistance to PW on the Datasite
Dan Finnegan	07/22/2022	0.20	337.50	67.50	Providing assistance to PW on the Datasite
Dan Finnegan	07/25/2022	0.70	337.50	236.25	Assist Paul Weiss with Datasite uploads and access
Jay D Rao	07/25/2022	0.30	315.00	94.50	Review of dataroom content within E&Y folder
Robin Chiu	07/25/2022	0.10	877.50	87.75	Review of UST comments re: global notes
Dan Finnegan	07/26/2022	0.50	337.50	168.75	Assist Paul Weiss with Datasite uploads and access
Robin Chiu	07/26/2022	0.30	877.50	263.25	Correspondence re: mediation proposal
Robin Chiu	07/26/2022	0.10	877.50	87.75	Correspondence re: Madison strategic plan
Dan Finnegan	07/27/2022	0.80	337.50	270.00	Provide ADA statistics for Mediation Statement
Dan Finnegan	07/27/2022	0.50	337.50	168.75	Balance sheet review (J. Rao)
Dan Finnegan	07/27/2022	0.90	337.50	303.75	Assist Paul Weiss with Datasite uploads and access
Jay D Rao	07/27/2022	0.50	315.00	157.50	Call with D. Finnegan on balance sheet review
Jay D Rao	07/27/2022	0.50	315.00	157.50	Reviewed and forwarded club enrollment data to Paul Weiss
Jay D Rao	07/27/2022	1.00	315.00	315.00	Reviewed interested parties list for recipients of motions
Jay D Rao	07/27/2022	1.80	315.00	567.00	Answered paul weiss questions on balance sheet and real estate values
Robin Chiu	07/27/2022	0.10	877.50	87.75	Correspondence re: information for mediator
Robin Chiu	07/27/2022	0.10	877.50	87.75	Prep for call with UST

Timekeeper	Date	Hours	Rate	Amount	Description
Robin Chiu	07/27/2022	0.20	877.50	175.50	Correspondence re: mediation proposal
Dan Finnegan	07/28/2022	0.80	337.50	270.00	Source donation / grant letters for Mediation Statement
Dan Finnegan	07/28/2022	0.70	337.50	236.25	Review Navy Yard declaration of restriction and bond term
Dan Finnegan	07/28/2022	0.20	337.50	67.50	Prep for UST call with PW and management (R. Chiu, J. Rao)
Jay D Rao	07/28/2022	0.50	315.00	157.50	Review of dataroom content within E&Y folder
Jay D Rao	07/28/2022	0.20	315.00	63.00	Preparation for UST cash management call with Paul Weiss, R. Chiu and D. Finnegan
Jay D Rao	07/28/2022	0.20	315.00	63.00	Added access to insurance counsel on datasite
Jay D Rao	07/28/2022	1.70	315.00	535.50	Reviewed documents, answered Paul Weiss questions in regards to capital pledges
Robin Chiu	07/28/2022	0.20	877.50	175.50	Prep for call with UST with M. Levi, T. McChristian, J. Dold, D. Finnegan, and J. Rao
Robin Chiu	07/28/2022	0.50	877.50	438.75	Call with J. Nadkarni (UST), J. Weber, M. Levi, T. McChristian and J. Dold re: cash management and MORs
Dan Finnegan	07/29/2022	1.90	337.50	641.25	Review Mediation statement
Robin Chiu	07/29/2022	1.00	877.50	877.50	Comments to mediation statement
Robin Chiu	07/31/2022	0.10	877.50	87.75	Correspondence with counsel re: mediation statement
TOTAL		39.90		17,394.75	

TOTAL DETAIL BY TASK	104.30	50,125.50
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Exhibit C

Time Narratives**Dan Finnegan**

Date	Hours	Memo
07/01/2022	2.00	Attendance of First day hearing
07/01/2022	1.40	Make adjustments to restricted assets deck for NYAG
07/05/2022	0.70	Weekly MSBGC/Teneo meeting (R. Chiu, J. Rao) with J. Dold re: operating expenses
07/05/2022	0.40	Updates to SOFA/SOAL board info
07/05/2022	0.30	Prepare agenda for weekly call with J. Dold
07/05/2022	0.30	Prepare vendor documents for J. Dold
07/06/2022	1.70	Work on operating guidelines request for UST
07/06/2022	0.80	Work on remaining comments on schedules and sofa
07/11/2022	2.70	Prepare deliverables from Jeff for AG request
07/12/2022	2.10	Review and provide documents for updated SOFA & SOAL
07/13/2022	1.50	Begin draft of 6/30 MOR
07/13/2022	0.80	Review of Mediation Motion
07/13/2022	0.70	MSBGC / Teneo weekly meeting with J. Dold - board meeting and MOR discussion (R. Chiu, J. Rao)
07/13/2022	0.50	Discussions with J.H. Strauss regarding adjustments to the data room
07/14/2022	0.70	Discussions with J.H. Strauss regarding adjustments to the data room
07/19/2022	0.50	MSBGC / teneo weekly update call - Post petition expenses & MOR (R. Chiu, J. Rao)
07/19/2022	0.30	Providing assistance to PW on the Datasite
07/20/2022	2.80	QC and turn comments for MOR
07/20/2022	0.20	Discuss MOR with J. Dold (J. Rao, R. Chiu)
07/20/2022	0.40	Providing assistance to PW on the Datasite
07/20/2022	2.10	Work on MOR and attached schedules
07/21/2022	0.50	Providing assistance to PW on the Datasite
07/22/2022	1.00	Update MOR per comments of J. Dold (J. Rao)
07/22/2022	0.20	Providing assistance to PW on the Datasite
07/25/2022	1.10	Update 13 week cash flow for Mediator
07/25/2022	0.70	Assist Paul Weiss with Datasite uploads and access
07/26/2022	0.50	Assist Paul Weiss with Datasite uploads and access
07/27/2022	3.40	Provide Paul Weiss updated Asset overview and forecast for mediation statement
07/27/2022	0.90	Assist Paul Weiss with Datasite uploads and access
07/27/2022	0.50	Balance sheet review (J. Rao)
07/27/2022	0.70	Source documents for J. Dold respecting DIP financing
07/27/2022	0.80	Provide ADA statistics for Mediation Statement
07/28/2022	0.80	Source donation / grant letters for Mediation Statement
07/28/2022	0.70	Review Navy Yard declaration of restriction and bond term
07/28/2022	0.20	Prep for UST call with PW and management (R. Chiu, J. Rao)
07/29/2022	1.90	Review Mediation statement
TOTAL	36.80	

Jay D Rao

Date	Hours	Memo
06/30/2022	0.30	Located documents and answered PW questions on Presentation to AG
07/01/2022	0.30	Sent detail on Contributions Receivable
07/01/2022	0.80	Added accounts, turned comments and added contributions receivables to AG deck
07/01/2022	1.20	Updated fund values and descriptions in AG deck
07/01/2022	2.00	Madison First Day Hearing
07/01/2022	0.30	Turned comments to AG restricted asset deck
07/05/2022	0.70	Call with J. Dold, D. Finnegan and R. Chiu re: operating questions
07/05/2022	0.40	Answered questions and obtained information regarding schedule G
07/06/2022	0.50	Reviewed outstanding items and questions for operating guidelines
07/06/2022	0.20	Uploaded and sent contract documents to Epiq
07/07/2022	0.50	Reviewed 13 week model
07/11/2022	0.90	Reviewed and forwarded cash flow projections and evidence of insurance
07/11/2022	1.80	Aggregated and formatted transactions regarding disbursements made by the company
07/11/2022	0.90	Turned comments to 90-day disbursements schedules
07/11/2022	0.20	Attempted to resolve account number differences regarding utilities payments
07/12/2022	0.40	Call with J. Dold regarding missing invoice addresses
07/12/2022	0.50	Reviewed and forwarded open invoices as of Jul 12
07/12/2022	0.60	Call with Epiq to discuss open invoices in detail
07/12/2022	0.70	Populated missing information and sent schedule questions to epiq
07/12/2022	1.60	Aggregated and forwarded investment account information to paul weiss
07/12/2022	0.20	Reviewed Schedules and SOFA reports following epiq update
07/12/2022	0.20	Responded to epiq regarding questions on open invoices
07/13/2022	2.40	Worked on preliminary June MOR
07/13/2022	0.80	Madison Mediation Motion Hearing
07/13/2022	0.70	Weekly meeting with J. Dold, R. Chiu and D. Finnegan re: cash needs
07/14/2022	0.20	Checked invoice deposit amounts
07/14/2022	0.40	Reviewed interim order for details on credit card payments postpetition

Date	Hours	Memo
07/14/2022	0.60	Reviewed MOR draft with R. Chiu
07/15/2022	0.30	Reviewed permissions on datasite and resolved access issues
07/19/2022	0.50	Weekly meeting with J. Dold, R. Chiu and D. Finnegan re: MOR and expenses
07/19/2022	2.70	Updated MOR according to documents sent by J. Dold and formatted documents
07/20/2022	0.20	Discussion on MOR with J. Dold, D. Finnegan and R. Chiu
07/20/2022	0.50	Called J. Dold regarding questions on MOR
07/20/2022	2.00	Second Day Hearing
07/20/2022	3.00	Completed MOR given available information and completed format of supporting documents
07/22/2022	1.00	Discussion on MOR and updates with D. Finnegan
07/22/2022	0.80	Updated MOR incorporating J. Dold comments
07/25/2022	0.30	Review of dataroom content within E&Y folder
07/25/2022	1.20	Updated 13 week cash flow and sent to Paul Weiss for Mediator
07/27/2022	0.50	Reviewed and forwarded club enrollment data to Paul Weiss
07/27/2022	0.50	Call with D. Finnegan on balance sheet review
07/27/2022	1.00	Reviewed interested parties list for recipients of motions
07/27/2022	1.20	Reviewed and forwarded DIP financing documents for J. Dold
07/27/2022	1.80	Answered paul weiss questions on balance sheet and real estate values
07/28/2022	1.70	Reviewed documents, answered Paul Weiss questions in regards to capital pledges
07/28/2022	0.20	Preparation for UST cash management call with Paul Weiss, R. Chiu and D. Finnegan
07/28/2022	0.20	Added access to insurance counsel on datasite
07/28/2022	0.50	Review of dataroom content within E&Y folder
TOTAL	40.40	

Jay Goldin

Date	Hours	Memo
07/01/2022	2.00	First day hearing
07/13/2022	0.80	Attendance at court hearing
07/18/2022	1.30	Attendance at board meeting
TOTAL	4.10	

Robin Chiu

Date	Hours	Memo
06/30/2022	0.40	Call with J. Dold, J. Weber and M. Levi (partial) re: post-petition payments
06/30/2022	0.20	Comments to First Day Hearing presentation
06/30/2022	0.10	Correspondence re: presentation to AG and counsel questions for First Day Hearing
06/30/2022	0.10	Correspondence re: post-petition payments
06/30/2022	0.10	Call with J. Dold and correspondence re: pre-petition insurance payment
07/01/2022	2.00	First Day Hearing
07/01/2022	1.70	Comments on AG presentation
07/01/2022	0.10	Correspondence re: insurance premiums
07/04/2022	0.20	Comments to presentation for the AG
07/05/2022	0.70	Call with J. Dold with D. Finnegan and J. Rao re: post-petition operating questions
07/05/2022	0.40	Correspondence re: clubhouse grants
07/05/2022	0.20	Call with J.H. Strauss re: Grimm clubhouse grants
07/05/2022	0.10	Correspondence re: SOFA and SOAL
07/05/2022	0.10	Comments to presentation for the AG
07/06/2022	0.10	Correspondence re: information for Debtor's Initial Interview
07/06/2022	0.10	Call with J. Dold re: contracts for SOAL
07/06/2022	0.10	Correspondence re: SOFA and SOAL updates and comments
07/07/2022	0.10	Call with J. Dold re: litigation cost assumption
07/07/2022	0.30	Correspondence re: global notes and SOFA/SOAL
07/07/2022	0.10	Call with J. Dold re: bill payments and board
07/07/2022	0.10	Call with M. Levi re: Foundation payroll and wages motion
07/08/2022	0.10	Correspondence re: contract assumptions
07/08/2022	0.10	Correspondence re: SOFA/SOAL and Initial Debtor Interview
07/11/2022	0.10	Correspondence re: Debtor Initial Interview materials
07/12/2022	0.20	Correspondence re: Debtor Initial Interview materials, utilities and SOFA/SOAL
07/12/2022	4.60	Strategic Planning Workshop with Deloitte
07/12/2022	0.10	Correspondence and call with J. Dold re: initial debtor interview materials and utilities
07/13/2022	0.80	Hearing on Mediation motion
07/13/2022	0.70	Call with J. Dold, D. Finnegan and J. Rao re: cash needs and case updates
07/13/2022	0.10	Correspondence re: UST requests
07/14/2022	0.60	Review of MOR with J. Rao
07/14/2022	0.50	Strategic Planning weekly meeting with Deloitte
07/14/2022	0.40	Call with M. Levi re: utilities objection
07/14/2022	0.10	Call with J. Dold re: utilities objection
07/14/2022	0.10	Call with J. Dold and C. Mahabir re: expense payments
07/15/2022	0.10	Correspondence re: Epiq noticing of commencement

Date	Hours	Memo
07/18/2022	1.30	Board meeting with H.J. Goldin
07/18/2022	0.10	Correspondence re: notice of commencement
07/18/2022	0.30	Board meeting prep call with J. Dold
07/19/2022	0.50	Call with J. Dold, D. Finnegan and J. Rao re: MOR and admin expenses
07/20/2022	0.50	Comments to MOR
07/20/2022	0.20	Call with J. Dold, D. Finnegan and J. Rao re: MOR and admin expenses
07/25/2022	0.10	Review of UST comments re: global notes
07/25/2022	0.10	Correspondence re: 13-week cash flow updates
07/26/2022	0.30	Correspondence re: mediation proposal
07/26/2022	0.20	Correspondence with counsel re: claims analysis
07/26/2022	0.10	Correspondence re: Madison strategic plan
07/27/2022	0.20	Correspondence re: documents requested by DIP lender
07/27/2022	0.10	Correspondence re: information for mediator
07/27/2022	0.10	Prep for call with UST
07/27/2022	0.20	Correspondence re: mediation proposal
07/28/2022	1.00	Strategic Planning Weekly Meeting with Deloitte and the Madison Square strategic planning core committee
07/28/2022	0.20	Prep for call with UST with M. Levi, T. McChristian, J. Dold, D. Finnegan, and J. Rao
07/28/2022	0.50	Call with J. Nadkarni (UST), J. Weber, M. Levi, T. McChristian and J. Dold re: cash management and MORs
07/29/2022	1.00	Comments to mediation statement
07/31/2022	0.10	Correspondence with counsel re: mediation statement
TOTAL	23.0	

T O T A L	
NARRATIVES	104.30

Exhibit D

Exhibit D
Summary of Expenses

Category	Date Description	Expense
Data Room	7/11/2022 Datasite expense	\$10,908.89